

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b>	
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<i>Counsel to the Plan Administrator</i>	
In re:	Chapter 11
BED BATH & BEYOND INC., <i>et al.</i> , <sup>1</sup>	Case No. 23-13359 (VFP)
Debtors.	(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING CONSENT ORDER (I)  
AUTHORIZING (A) REJECTION OF CERTAIN UNEXPIRED LEASE AND (B)  
ABANDONMENT OF ANY PERSONAL PROPERTY, EFFECTIVE AS OF THE  
REJECTION DATE AND (II) GRANTING RELATED RELIEF**

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The undersigned hereby certifies that:

1. In June 2024, Michael Goldberg, solely in his capacity as the Plan Administrator (the “Plan Administrator”) to 20230930-DK-Butterfly-1, Inc. (f/k/a Bed Bath & Beyond Inc.) and affiliated debtors (the “Debtors”), A&M Properties, Inc. d/b/a Bel Air Properties (“Purchaser”), and Oak Street Investment Grade Net Lease Fund Series 2021-1, LLC (as

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<sup>1</sup> The last four digits of Debtor Bed Bath & Beyond Inc.’s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtor’s proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>.

assignee of Edison TOCA001 LLC) (“Landlord” and, collectively with the Plan Administrator and Purchaser, the “Parties”) entered into the *Fifth Modification of Acquisition of Designation Rights Agreement and Settlement Agreement* (the “DRA”) attached hereto as **Exhibit A**.

2. Pursuant to section 2(b) of the DRA, the Purchaser was required to serve on the Plan Administrator and Landlord, by December 31, 2024, a notice (the “Notice”) of its intent to assume and assign the Lease to a tenant acceptable to Landlord.

3. In addition, the DRA provides that in the event that the Purchaser failed to serve the Notice by December 31, 2024, the Plan Administrator is authorized to file a consent order rejecting the lease (the “Proposed Consent Order”). A copy of the Proposed Consent Order is attached hereto as **Exhibit B**.

4. The Purchaser failed to serve the Notice. Accordingly, the Parties request that the Proposed Consent Order attached hereto as **Exhibit B** be entered at the Court’s earliest convenience.

Dated: January 7, 2025

/s/ Colin R. Robinson

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